

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

LAW DEPARTMENT

5887-0
JUN 1 1988 10 12 AM

INTERSTATE COMMERCE COMMISSION
May 27, 1988

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

8 153A052

RE: General American Transportation Corporation
Equipment Trust Series 67

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of May 2, 1988, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$13.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on November 25, 1970 under Recordation No. 5887.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Citibank, N.A.
5 Hanover Square
New York, NY 10043
Attention: Salvatore D. Mineo

GATX Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: F. B. Ollett, III

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso
Assistant Secretary

JMA/djw
3851D

Counterpart Salvatore D. Mineo

JUN 1 1988
13.00

120 South Riverside Plaza, Chicago, IL 60606

100 OFFICE OF
JUN 1 10 26 AM '88
312-621-6200

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

6/1/88

Janice M. Alonso
GATK Corporation
120 South Riverside Plaza
Chicago, IL 60606

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/1/88 at 10:30AM, and assigned recordation number(s) .5837-O & 9375-D

Sincerely yours,

Narta L. McEue
Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 67

RECORDATION NO. 2887-0 FROM 1400

JUN 1 1988-10 44 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 2, 1988

TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1970

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of May 2, 1988 by and between Citibank, N.A., as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of December 1, 1970 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 67, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 25, 1970, Recordation No. 5887; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of May 2, 1988.

CITIBANK, N.A., TRUSTEE

By: 

S. D. MINEO

SENIOR TRUST OFFICER

ATTEST:



LORRAINE MORAN
Trust Officer

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: 

Frederick B. Ollett, III
Treasurer

ATTEST:


Assistant Secretary
3775D

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 24th day of May, 1988, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he is SENIOR TRUST OFFICER of Bank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

JANETTE C. AUSTIN
Notary Public, State of New York
No. 24-4982390
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Aug. 3, 1989

Notary Public

Janette C. Austin

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 2nd day of May, 1988, before me personally appeared Frederick B. Ollett, III, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy Jean Faust
Notary Public

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	10,000	GATX 73302.	\$18,849.00	\$ 5,224.00	\$ 5,224.00	12-1956	12-1956
1 Tank Car	DOT 103D-W	4,000	GATX 31010.	23,624.00	18,018.00	18,018.00	1-1962	1-1962
1 Tank Car	DOT 105A500-W	17,300	GATX 24421.	18,722.00	24,975.00	24,975.00	11-1969	11-1969
1 Tank Car	DOT 105A500-W	17,300	GATX 40253.	19,649.00	26,211.00	26,211.00	12-1969	12-1969
1 Tank Car	DOT 111A100-W-1	8,000	GATX 25526.	15,270.00	20,396.00	20,396.00	4-1970	4-1970
1 Tank Car	DOT 111A100-W-1	13,200	GATX 12306.	18,610.00	24,825.00	24,825.00	11-1969	11-1969
1 Tank Car	DOT 111A100-W-1	13,200	GATX 19586.	17,794.00	23,737.00	23,737.00	9-1969	9-1969
1 Tank Car	DOT 111A100-W-1	13,200	GATX 93524.	16,679.00	22,249.00	22,249.00	6-1969	6-1969
1 Tank Car	DOT 111A100-W-1	13,200	GATX 93928.	17,249.00	23,010.00	23,010.00	9-1969	9-1969
1 Tank Car	DOT 111A100-W-1	12,500	GATX 93709.	18,116.00	24,166.00	24,166.00	7-1969	7-1969
1 Tank Car	DOT 111A100-W-1	16,500	GATX 74385.	20,144.00	26,907.00	26,907.00	6-1970	6-1970
1 Tank Car	DOT 111A100-W-1	20,000	GATX 3956.	14,943.00	19,934.00	19,934.00	12-1969	12-1969
1 Tank Car	DOT 111A100-W-1	20,000	GATX 87811.	12,897.00	9,890.00	9,890.00	3-1961	3-1961
1 Tank Car	DOT 111A100-W-1	23,100	GATX 93844.	20,536.00	27,394.00	27,394.00	6-1969	6-1969
1 Tank Car	DOT 111A100-W-1	26,000	GATX 11829.	16,417.00	21,900.00	21,900.00	12-1969	12-1969
1 Tank Car	DOT 111A100-W-2	7,300	GATX 37835.	15,497.00	5,692.00	5,692.00	5-1957	5-1957

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A100-W-2	11,000	GATX 72553.	\$12,755.00	\$ 4,566.00	\$ 4,566.00	2-1958	2-1958
1 Tank Car	DOT 111A100-W-2	13,300	GATX 67075.	13,171.00	17,570.00	17,570.00	10-1969	10-1969
1 Tank Car	DOT 111A100-W-2	13,300	GATX 94595.	13,087.00	17,457.00	17,457.00	10-1969	10-1969
1 Tank Car	DOT 111A60-W-1	8,000	GATX 24585.	11,276.00	15,042.00	15,042.00	10-1969	10-1969
1 Tank Car	DOT 111A60-W-1	10,000	GATX 37845.	17,781.00	4,571.00	4,571.00	2-1957	2-1957
1 Tank Car	DOT 111A60-W-1	10,000	GATX 40558.	11,468.00	15,318.00	15,318.00	3-1970	3-1970
1 Tank Car	DOT 111A60-W-1	20,000	GATX 94172.	19,731.00	26,321.00	26,321.00	7-1969	7-1969
1 Tank Car	DOT 111A60-W-1	23,100	GATX 19962.	19,527.00	26,048.00	26,048.00	9-1969	9-1969
1 Tank Car	DOT 111A60-W-1	23,100	GATX 94504.	18,360.00	24,492.00	24,492.00	6-1969	6-1969
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 70802.	14,975.00	3,850.00	3,850.00	2-1957	2-1957
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 70804.	14,975.00	5,500.00	5,500.00	7-1957	7-1957
1 Tank Car	DOT 111A60AL-W-1	10,200	GATX 70893.	14,975.00	5,500.00	5,500.00	11-1957	11-1957
1 Tank Car	DOT 112A340-W	26,100	GATX 94251.	16,032.00	21,386.00	21,386.00	6-1969	6-1969
1 Tank Car	DOT 112A340-W	26,100	GATX 94280.	16,032.00	21,386.00	21,386.00	8-1969	8-1969
1 Tank Car	DOT 112A340-W	33,500	GATX 93477.	18,507.00	24,688.00	24,688.00	10-1969	10-1969

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
17	Airslide Cars L0	2,600 Cu.Ft.	CR 878803-878808, 878811, 878813- 878816, 878818, 878823, 878826, 878828, 878831, 878832.	\$10,498.00	\$11,179.00	\$ 190,043.00	7-1960	7-1960
3	Airslide Cars L0	2,600 Cu.Ft.	CR 878838-878840.	10,498.00	11,179.00	33,537.00	6-1960	6-1960
1	Airslide Car L0	2,600 Cu.Ft.	GACX 43611.	10,151.00	9,256.00	9,256.00	3-1958	3-1958
2	Airslide Cars L0	2,600 Cu.Ft.	GACX 43794, 43803.	9,717.00	8,860.00	17,720.00	9-1958	9-1958
3	Airslide Cars L0	2,600 Cu.Ft.	GACX 43972, 43974, 43980.	9,851.00	8,982.00	26,946.00	11-1958	11-1958
1	Airslide Car L0	2,600 Cu.Ft.	GACX 44023.	10,040.00	9,001.00	9,001.00	2-1959	2-1959
1	Airslide Car L0	2,600 Cu.Ft.	GACX 44055.	10,487.00	9,401.00	9,401.00	2-1959	2-1959
1	Airslide Car L0	2,600 Cu.Ft.	GACX 46741.	13,120.00	19,220.00	19,220.00	2-1970	2-1970
2	Airslide Cars L0	2,600 Cu.Ft.	GACX 46773, 46776.	13,120.00	20,139.00	40,278.00	3-1970	3-1970
2	Airslide Cars L0	2,600 Cu.Ft.	GACX 46804, 47162.	13,120.00	20,139.00	40,278.00	4-1970	4-1970
1	Airslide Car L0	4,200 Cu.Ft.	GACX 46506.	17,497.00	25,632.00	25,632.00	1-1970	1-1970
14	Hopper Cars HTS	3,850 Cu.Ft.	GPX 70003, 70008, 70009, 70012, 70016-70020, 70024, 70039, 70040, 70042, 70048.	20,102.00	21,261.00	297,654.00	6-1970	6-1970

SCHEDULE 1
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 67
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
3 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 70053, 70054, 70059.	\$20,102.00	\$21,261.00	\$ 63,783.00	7-1970	7-1970
82						<u>\$1,340,972.00</u>		

SCHEDULE II
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 67
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
6 Tank Cars	DOT 111A100-W-1	12,500	GATX 38684-38686, 38688, 38691, 38693.	\$24,540.00	\$29,736.00	\$ 178,416.00	12-1966	12-1966
3 Tank Cars	DOT 111A100-W-1	12,500	GATX 97000-97002.	16,084.00	19,489.00	58,467.00	12-1966	12-1966
1 Tank Car	DOT 111A100-W-1	20,000	GATX 97672.	14,594.00	16,982.00	16,982.00	2-1967	2-1967
5 Tank Cars	DOT 111A100-W-1	20,000	GATX 98688-98692.	14,404.00	16,761.00	83,805.00	2-1967	2-1967
14 Tank Cars	DOT 111A100-W-1	30,000	GATX 98850-98852, 98854- 98864.	16,403.00	19,876.00	278,264.00	12-1966	12-1966
4 Tank Cars	DOT 111A100-W-1	30,000	GATX 99852-99854, 99856.	15,718.00	19,046.00	76,184.00	12-1966	12-1966
1 Tank Car	DOT 111A100-W-2	15,000	GATX 64152.	16,873.00	19,634.00	19,634.00	2-1967	2-1967
2 Tank Cars	DOT 111A60-W-1	20,000	GATX 99470, 99472.	19,473.00	23,596.00	47,192.00	12-1966	12-1966
1 Tank Car	DOT 111A60-W-1	20,000	GATX 99773.	34,123.00	41,348.00	41,348.00	12-1966	12-1966
1 Tank Car	DOT 111A60-W-1	20,000	GATX 99780.	18,115.00	21,950.00	21,950.00	12-1966	12-1966
5 Tank Cars	DOT 111A60-W-1	20,000	GATX 99989-99993.	19,617.00	23,771.00	118,855.00	12-1966	12-1966
1 Tank Car	DOT 112J340-W	33,500	GATX 97480.	19,154.00	23,209.00	23,209.00	12-1966	12-1966
3 Tank Cars	DOT 112S340-W	33,500	GATX 97250-97252.	18,765.00	22,738.00	68,214.00	12-1966	12-1966
13 Tank Cars	DOT 112S340-W	33,500	GATX 97825-97834, 97836- 97838.	19,582.00	23,728.00	308,464.00	12-1966	12-1966